

# **BYLAWS OF THE LAND/WATER STEWARD ASSOCIATION**

## **Article I - Name, Location and Area of Activity**

The name of the organization shall be Land/Water Steward Association; its location shall be in King County, Washington, and its area of activity shall be the Puget Sound watershed.

## **Article II -- Purposes**

The purposes for which this organization is formed are solely educational and charitable in the delivery of natural resource information to individuals and groups which reside in the Puget Sound watershed, without the inclusion of any purpose or intention of carrying on any business, trade, avocation or profession for profit. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

1. Provide basic natural resource stewardship training for volunteers, using established models for the topics of water quality, wetlands, wildlife, woodlot, and native plants.
2. Conduct basic natural resource community outreach education in the Puget Sound watershed in partnership with Washington State University Cooperative Extension and other agencies and with other educational institutions.
3. Expand and maintain the existing natural resource information center which is used by active WSU Water, Land, Farms, and Food program stewards and Washington State University Cooperative Extension King County staff.
4. Provide grants for active WSU Water, Land, Farms, and Food program stewards, community and school groups and other organizations in the Puget Sound watershed for use in providing basic natural resource education.
5. Conduct regional natural resource stewardship conferences.
6. Provide continuing natural resource education for active WSU Water, Land, Farms, and Food program stewards.
7. Initiate basic natural resource stewardship training programs such as one for those living in urban settings.

### **Article III -- Membership**

1. A Land/Water Steward Association (LWSA) member is anyone who has completed the WSU Land/Water Steward training, Extension Livestock Advisor training, or Forest Advisor training, has fulfilled or in the process of fulfilling their required WSU volunteer hours and who has not otherwise asked to be removed from the LWSA list. Failure of a LWSA member to communicate with or participate in WSU stewardship activities for a period of one year or more may result in said member being dropped from the LWSA membership roster.

2. Each individual member shall be entitled to cast one vote at any election on any subject, at any annual or special meeting of the members. Such votes may be cast in person or by written proxy limited to the meeting designated in the proxy.

### **Article IV - Officers**

1. All officers of the Association shall be chosen by the Nominating Committee comprised of the previous year's Board President and representatives. Only members of the Board of Directors shall be eligible for office.

2. The duties of the President, Vice President, Secretary, and Treasurer shall be such as are usually imposed upon such officials of organizations and as are required by law and such as may be assigned to them respectively from time to time by the Board of Directors. The President shall also be Chair of the Board of Directors. All disbursement of funds shall be approved by the President or an officer, other than the Treasurer, designated by the President. The Treasurer shall disburse the funds by check.

3. Other officers, agents and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

4. The term of all officers shall be one year or until successors are elected. All offices shall be assumed immediately following election or appointment. Officers shall not hold a position for more than three consecutive years.

5. If a vacancy should ever exist in the office of President, the Vice President shall automatically take that office and the Board of Directors shall appoint another Vice President. Vacancies in the other offices shall be filled by appointment by the Board of Directors for the unexpired term.

## **Article V -- Meetings**

1. The annual meeting of the members shall be held once a year. It shall be the duty of the Secretary to give thirty (30) days notice of the annual meeting by mail to all members.
2. Special meetings may be held at any time as called by the Board of Directors or by request of five percent of those members eligible to vote at such a meeting. It shall be the duty of the secretary to give thirty (30) days notice of such a meeting and its purpose to all members.
3. At any meeting of the Association, the members present shall be sufficient to constitute a quorum, and a majority of the votes of such a quorum shall be sufficient to transact business.

## **Article VI -- Board of Directors**

1. The Board of Directors of the Association shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Association. All powers of the Association, except those specifically granted or reserved to the members by law, shall be vested in the Board of Directors.
2. The Board of Directors shall consist of nine (9) members. At the organizational meeting they shall be announced as having been chosen from among active WSU Water, Land, Farms, and Food program stewards. The directors so chosen shall constitute the Board of Directors of the Association until the next annual meeting. At the organizational meeting, three directors will be appointed for three-year terms, three for two-year terms, and three for one-year terms.
3. At the first annual meeting subsequent to the organizational meeting and annually thereafter, there shall be chosen from the membership three directors who shall serve terms of three years.
4. In the case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining directors, by a majority vote of the whole thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place is vacant. At the next annual meeting, directors will be chosen to fill all vacancies.
5. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the Board.

6. Regular meetings of the Board of Directors shall be held every three months at such times and places as the Board by resolution shall appoint. Special meetings may be called

by the President or a majority of the Board. Members may attend all Board meetings.

7. The Board of Directors shall keep minutes and records of all its proceedings and of committees acting under its authority. It shall at all times have available for the annual meeting of members and special meetings thereof a list of the names and addresses of the members. Books and records shall be available for inspection by the members at a time convenient for all parties.

8. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, grant, or devise for the general purposes and/or special purposes of the Association.

9. The Board of Directors shall have the power to sell or dispose of the whole or any part of the property, either real or personal which the Association may from time to time own, and to acquire other property.

10. The Board of Directors shall have the power and authority to:

- a. Receive and administer funds and other assets.
- b. Serve in an advisory capacity to Washington State Cooperative Extension on WSU Water, Land, Farms, and Food Program activities and to encourage interest in the Land/Water Steward Association.

## **Article VII -- Finances**

1. the fiscal year of the Association shall be January 1 to December 31.

2. Funds may be solicited for purposes approved by the Board of Directors. Contributions

may be received for either regular or special needs or both. Contributions received for a designated purpose within the purposes, or for a designated purpose within the purposes of the Association are to be used for such designated purposes. Contributions received without a designated purpose are to be used at the discretion of the Board.

3. All contributions are to be deposited with the Treasurer and all contributions to and disbursements from the Association shall be recorded by the Treasurer.

4. Expenses for a year shall not exceed funds available to pay them that year.

5. The Board of Directors shall, prior to the annual meeting, prepare an itemized statement of the proposed operating expenses and budget for all proposed receipts and disbursements for the following fiscal year.

6. An audit report of the finances of the Association shall be made prior to the annual meeting and at such other times if any as the Board of Directors may direct.

7. No loans shall be made by the Association.

### **Article VIII -- Parliamentary Authority**

Rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases to which they are applicable in which they are not inconsistent with the bylaws and any special rules of order the Association may adopt.

### **Article IX - Amendments**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting of the Board or at any special meeting of the Board, if at least thirty (30) days written notice signed by the President or Secretary is given to all members of the Association of the Board's intention to alter, amend, or repeal or to adopt new bylaws at such meeting. The bylaws may also be altered, amended, repealed, or adopted by the membership at the annual or any special meeting.

### **Article X -- Dissolution**

Upon dissolution of the Association, the assets of the Association shall be distributed in accordance with the Articles of Incorporation.